

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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PALM AVOCET HOLDINGS, LLC,
DAVID WETHERELL, AND
ELIZABETH WETHERELL,

Plaintiffs,

Case No. 22-CV-04619-AKH

v.

DECLARATION

RT SIGNAL CORPORATION,
NEXT ALPHA CAPITAL MANAGEMENT, LP
(A/K/A REAL GENUS, LLC),
NEXT ALPHA US FUND, LLC,
KATSU FUND LTD,
JOHN FLOWERS (A/K/A KANEN FLOWERS), AND
ARYST WILLIAMS,

Defendants.
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KEVIN A. LANDAU, declares the following under penalties of perjury:

1. I am attorney admitted to practice law in the State of New York and counsel for the Defendants herein.
2. I have personal knowledge of the matters set forth below, and the exhibits annexed hereto are true copies of the original documents.
3. Annexed hereto as **Exhibit One** is a true copy of the Complaint filed by Plaintiffs in the above-entitled matter on or about June 3, 2022.
4. Annexed hereto as **Exhibit Two** is a redacted copy of the parties' Confidential Settlement Agreement. The original complaint filed in this matter was under seal. However, the Court ordered it unsealed, as not meeting the requirements to proceed in that manner. As proffered in the document's title, The *Confidential* Settlement Agreement is intended to remain protected from public consumption, and therefore, has been heavily redacted to include only

issues pertinent to the instant motion for the purposes of providing this honorable Court with certain context, critical to the claims alleged in the Defendants' Motion to Dismiss, such as, but not limited to, the arbitration and jury waiver provisions contained therein. The complete agreement, without redaction, will be produced by the Defendants, upon the Court's request, and guidance as to how it prefers receipt of the same (e.g., in-camera, or some other confidential manner as the Court directs).

5. Annexed hereto as **Exhibit Three** is a redacted copy of the LLC agreement, whereby in the interest of judicial economy, only the relevant page/s has been attached. Like Exhibit 2, the substantially longer LLC Agreement is also intended to remain confidential, and therefore, Defendants have only included the indemnification provision from such document. The complete agreement will be produced by the Defendants, upon the Court's request, and guidance as to how it prefers receipt of the same (e.g., in-camera, or some other confidential manner as the Court directs).

6. Annexed hereto as **Exhibit Four** is a true copy of the Entity Information for Plaintiff Palm Avocet Holdings, LLC from Delaware's Department of State, Corp. Division website.

Dated: New York, New York
February 27, 2023

Respectfully submitted,

THE LANDAU GROUP, PC

By: /s/ Kevin A. Landau

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